

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1345.
FILED, AUGUST 26th, 1965.

D'ELDONA GOLD MINES LIMITED

Incorporated under the Ontario Full corporate name of Company
on the 18th January 1954 under the name of Eldona Gold Mines Limited and by Letters Patent on
mentary Letters Patent under the name of Eldona Gold Mines Limited and by Supple-
to D'Eldona Gold Mines Limited

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous
FILING STATEMENT Filing Statement No. 1279.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	The Company proposes to enter into an agreement with Falconbridge Nickel Mines Limited to provide for further exploration work on the Co's claims in Rouyn Township, Que. at the completion of which the said claims to be transferred to a new Company wherein Falconbridge would hold a 51% interest and D'Eldona Gold Mines a 49% interest, the agreement to be subject to the approval of the Company's shareholders. See Schedule "A" attached on page 3.
2. Head office address and any other office address.	Suite 714, 62 Richmond St. W., Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & - E.F. Furniss, 39 Marydon Cres. Agincourt Director - Corporate Secretary- Vice-Pres & - Robert Brown, 120 Fenn Ave. Willowdale Director - Corporate Secretary- Secty-Treas & - Victor H. Hedges, 111 Oriole Pkwy Toronto Director 1962-65 Security Company Executive 1960-62 Sales Agent 1957-60 Commissioned Salesman Director - Bruce A. Blackburn, 23 Latham Ave. - Insurance Executive - Scarborough Director - Murray Cooper, 2500 Bathurst St. Toronto - Mining Executive-
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital 6,000,000 shares, issued and outstanding 4,655,666
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By an underwriting and option agreement dated March 12, 1965, between the Company and Draper, Dobie & Co. Limited, on behalf of their client Compact Investments Limited, options on the Company's Treasury shares are outstanding payable as follows: 200,000 shares @ 17½¢ per share on or before Sept. 17/65 200,000 shares @ 22½¢ per share on or before Dec. 17/65 200,000 shares @ 27½¢ per share on or before Mar. 17/66

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Compact Investments Limited, 62 Richmond Street West, Toronto. The only person holding a greater than 5% interest in Compact Investments Limited is Martin B. Fremont, 740 Briar Hill, Toronto.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes extensive exploration and development work on its claims in Rouyn Township, under the terms of the agreement with Falconbridge Nickel Mines Limited, the subject of this Filing Statement.
10. Brief statement of company's chief development work during past year.	Geophysical surveys were completed on Company mining claims in Mahaffey Township, Province of Ontario, Timmins area, at an expenditure of \$2,350.00 with inconclusive results. A restudy of the potential of the Company's claims in Beauchastel Township and Rouyn Township was made by the firm of Watts, Griffis, McOuat, Mining Engineers. The recommendation of said report are being considered by the Directors.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not Applicable
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not Applicable
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not Applicable
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Draper, Dobie & Co. Limited, 25 Adelaide St. W. Toronto 284,081 Newling & Co., 80 Richmond St. W. Toronto 248,439 Houston & Co. 335 Bay St. Toronto 167,583 Doherty Roadhouse & Co. 335 Bay St. Toronto 157,676 Gee & Co. 25 King St. W. Toronto 140,000 Beneficial Ownership unknown on all of above.

SCHEDULE "A"

By Agreement dated August 26, 1965, the Company granted an option to Falconbridge Nickel Mines Limited to explore the Company's claims in Rouyn Township, Quebec, over 5 periods of 6 months duration each. During the first period Falconbridge undertakes to spend \$25,000.00 on exploration work. Within 30 days after this period, and all subsequent periods, Falconbridge is to give notice of it's intentions to continue exploration work, and if work is to continue Falconbridge undertakes to spend the following sums:

- (a) \$ 50,000.00 during the second period
- (b) \$100,000.00 " " third "
- (c) \$100,000.00 " " fourth "
- (d) \$225,000.00 " " fifth "

After expending a total of \$500,000.00 Falconbridge may cause a Company to be formed having an authorized capital of 5,000,000 shares of \$1.00 par value each, of which 750,000 shares are to be issued. D'Eldona is to receive 49% of the said issued capital (367,500 shares), and Falconbridge is to receive 51% (382,500 shares). All the mining claims are to be transferred to the new Company, and future exploration and development costs are then to be shared pro rata by both D'Eldona and Falconbridge to the extent of the interests held by each.

The foregoing Agreement is subject to the approval of D'Eldona Gold Mines Limited shareholders.

FINANCIAL STATEMENTS

DIEDONA GOLD MINES LIMITED
(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET

AS AT APRIL 30, 1965 AND JULY 31, 1965
(Prepared from the books without audit)

	April 30, 1965	July 31, 1965	April 30, 1965	July 31, 1965
ASSETS				
Current assets				
Cash	\$ 51,628.46	\$ 46,476.38		
Province of Ontario bonds, at cost (market value \$5,000.00)	5,065.00	5,065.00		
Miscellaneous receivables	828.46	1,103.69		
	<u>\$ 57,521.92</u>	<u>\$ 52,645.07</u>		
Investments				
Shares in other mining companies, at cost (market value - April 30, 1965 - \$14,540.00; July 31, 1965 - \$10,910.00)	<u>\$ 26,317.50</u>	<u>\$ 26,317.50</u>		
Fixed assets				
Mining claims at \$253,921.00 attributed to 553,333 shares of the company's capital stock (as presently constituted) based on the claims, plus \$30,767.50 paid in cash	<u>\$284,688.50</u>	<u>\$ 1.00</u>		
Equipment, at nominal value	<u>\$ 284,689.50</u>	<u>\$ 284,689.50</u>		
Deferred expenditures and other assets				
Exploration, development and administrative expenditures:				
Balance, April 30, 1964	\$773,396.46			
Expenditures for year ended April 30, 1965	<u>8,282.92</u>	<u>\$ 781,679.38</u>		
Expenditures for the three months ended July 31, 1965				
Miscellaneous advance	1,250.00	1,250.00		
Incorporation and recapitalization expenses	7,665.26	7,465.26		
	<u>\$ 790,394.64</u>	<u>\$ 794,197.47</u>		
	<u>\$1,158,923.56</u>	<u>\$1,157,849.54</u>		
LIABILITIES				
Current liabilities				
Accounts payable				
Capital and deficit				
Capital stock (see footnote)				
Authorized:				
6,000,000 shares, par value \$1.00 each				
Issued and fully paid:				
4,255,666 shares at April 30, 1964				
Less - discount				
400,000 shares issued during year ended April 30, 1965				
Less - discount				
<u>4,655,666</u> shares				
Issued and fully paid:				
4,255,666 shares at April 30, 1964				
Less - discount				
400,000 shares issued during year ended April 30, 1965				
Less - discount				
<u>4,655,666</u> shares				
Deficit				
Balance, April 30, 1964	\$ 975,866.46			
Add - cost of investigation of property prospect.				
	<u>\$ 300.00</u>	<u>\$ 976,166.46</u>		
	<u>\$1,157,849.54</u>	<u>\$1,157,849.54</u>		
	<u>1,128,923.56</u>	<u>\$1,157,849.54</u>		

Note - There are outstanding options on all or any part of 600,000 shares of the company's capital stock, exercisable as follows:

200,000 shares at 17½ per share by September 17, 1965
200,000 shares at 22½ per share by December 17, 1965
200,000 shares at 27½ per share by March 17, 1966.
600,000 shares

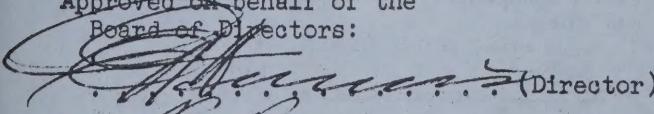
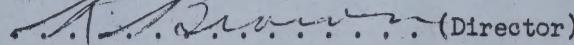
Appointed on behalf of the
Board of Directors:
..... (Director)

..... (Director)

D'ELDONA GOLD MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED APRIL 30, 1965 AND
THE THREE MONTHS ENDED JULY 31, 1965
 (Prepared from the books without audit)

	Year Ended April 30, 1965	Three Months Ended July 31, 1965
<u>Source of funds</u>		
Sale of capital stock	\$50,000.00	\$ Nil
<u>Application of funds</u>		
<u>Exploration expenditures</u>		
Engineers' fees	\$ 150.00	\$ 431.12
Government fees and licenses	1,112.33	352.89
Geophysical survey	2,350.00	-
	<u>\$ 3,612.33</u>	<u>\$ 784.01</u>
<u>Administrative expenditures</u>		
Officer's salary	\$ -	\$1,000.00
Secretarial and accounting service	2,600.00	850.00
Share issue and transfer expense	1,177.90	496.95
Legal and audit fees	325.00	225.00
Shareholders' information and publicity	541.44	-
Directors' fees	225.00	225.00
Stock exchange fees	200.00	85.75
Government fees and taxes	123.70	130.00
Miscellaneous	20.17	6.12
Less - interest earned	<u>\$ 5,213.21</u>	<u>\$3,018.82</u>
	<u>542.62</u>	<u>-</u>
	<u>\$ 4,670.59</u>	<u>\$3,018.82</u>
Investigation of property prospect - engineer's fees	\$ 300.00	\$ -
<u>Total application of funds</u>	<u>\$ 8,582.92</u>	<u>\$3,802.83</u>
<u>Increase (decrease) in working capital</u>	<u>\$41,417.08</u>	<u>(\$3,802.83)</u>
<u>Change in working capital</u>		
Increase (decrease) in current assets	\$35,123.60	(\$4,876.85)
Decrease in current liabilities	6,293.48	1,074.02
	<u>\$41,417.08</u>	<u>(\$3,802.83)</u>
Approved on behalf of the Board of Directors:		
	(Director)	
	(Director)	

16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	None- However, on solicitation of proxies the present management has been able to secure sufficient support to place it in a position to materially affect control of the Company.								
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>15,000 shares Silver Miller Mines Limited</p> <table> <tr> <td>Cost Price</td> <td>Market Value</td> </tr> <tr> <td>\$5,512.50</td> <td>\$2,325.00</td> </tr> </table> <p>101,000 shares Donalda Mines Limited</p> <table> <tr> <td>Cost Price</td> <td>Market Value</td> </tr> <tr> <td>\$20,805.00</td> <td>\$8,080.00</td> </tr> </table>	Cost Price	Market Value	\$5,512.50	\$2,325.00	Cost Price	Market Value	\$20,805.00	\$8,080.00
Cost Price	Market Value								
\$5,512.50	\$2,325.00								
Cost Price	Market Value								
\$20,805.00	\$8,080.00								
18. Brief statement of any lawsuits pending or in process against company or its properties.	None								
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None								
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the Company are not in the course of primary distribution to the public; however, should any of the options of shares as set out in item 6 be exercised the said shares would be in the course of primary distribution.								

CERTIFICATE OF THE COMPANY

DATED August 17-1965.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"E. F. Furniss"

"Robert Brown"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

DRAPER DOBIE & COMPANY LTD.

"W. M. Wismer"

W. G. Morrison
Vice-President